

RAILCAR, Ltd

Suite 303
1819 Peachtree Road, N E
Atlanta, Georgia 30309-1847

(404) 355-6734
Fax (404) 352-8814

RAILCAR

January 13, 1992

Interstate Commerce Commission
12th and Constitution Ave., N.W.
Washington, DC 20423

Attn: Ms. Mildred Lee
Room 2303

INTERSTATE COMMERCE COMMISSION

Re: Bill of Sale between W.L. Sharpe Contracting Company as Vendor and KOGCO
Transportation and Energy Corp. as Vendee.

Dear Ms. Lee:

Enclosed herewith is an originally executed Bill of Sale and one certified copy
by and between W. L. Sharpe Contracting Company as Vendor, and KOGCO
Transportation and Energy Corporation as Vendee. The Bill of Sale is for 4
covered hoppers with 4750 cubic foot capacity bearing the reporting marks and
numbers CMNW 5021-5024 inclusive.

The address of the parties are as follows:

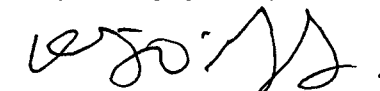
W.L. Sharpe Contracting Co.
3431 Lamar
Memphis, TN 38118

KOGCO Transportation and Energy Corp.
Building 23
1824 Powers Ferry Road
Marietta, GA 30067

I would appreciate your recording the enclosed Bill of Sale and returning the
recorded original to me. A check for the filing fee in the amount of \$16.00 is
enclosed.

Thank you for your assistance.

Very truly yours,



Kevin F. O'Gara, Jr.
Director - Fleet Management

enclosures

0420a

RECEIVED
JAN 22 9 00 AM '92
MOTOR OPERATING UNIT

17682

2-022A015

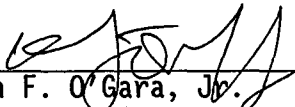
JAN 22 1992 -9 00 AM

17682
RECEIVED BY _____ FILED IN
JAN 22 1992 -9 05 AM
INTERSTATE COMMERCE COMMISSION

Certification

I hereby swear that this is a true and exact copy of the original document,
containing neither additions nor omissions.

Date 1/13/92


Kevin F. O'Gara, Jr.
Director - Fleet Management
Railcar, Ltd.

cert.

17682
RECORDED & INDEXED

JAN 22 1992 -9 05 AM
INTERSTATE COMMERCE COMMISSION

BILL OF SALE

THIS BILL OF SALE is made this January 1, 1992, between W. L. SHARPE CONTRACTING CO. a partnership of Charles K. Sharpe, General Partner, and Dorothy S. Carey ("SELLER") and KOGCO TRANSPORTATION AND ENERGY CORPORATION. ("BUYER").

Seller hereby sells, transfers and delivers to Buyer all of Seller's right, title and interest in and to the equipment described on Schedule I attached hereto and made a part hereof (the "Equipment"). This "Equipment" being the same as that purchased by the seller from Thrall Car Manufacturing Company on December 30, 1980 as evidenced by attached "BILL OF SALE" of that date.

Such sale is made in consideration of the payment from Buyer to Seller of, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged.

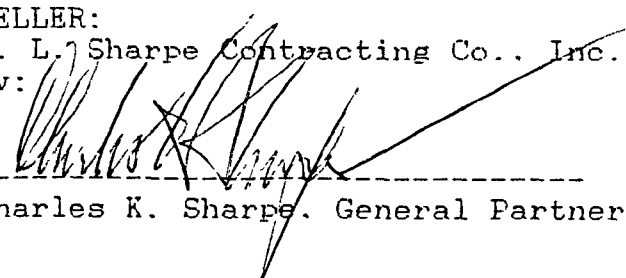
Buyer is purchasing the Equipment in reliance upon its personal inspection and knowledge of the Equipment in an "as is" condition.

SELLER MAKES NO WARRANTIES, EXPRESS OR IMPLIED, OF ANY KIND OR NATURE EXCEPT THAT (1) BUYER WILL ACQUIRE GOOD TITLE TO THE EQUIPMENT FREE FROM ANY AND ALL ENCUMBRANCES, LIENS AND OTHER DEFECTS OF TITLE, AND (2) SELLER IS THE LAWFUL OWNER OF THE EQUIPMENT AND HAS FULL RIGHT AND AUTHORITY TO SELL THE EQUIPMENT TO BUYER. SELLER MAKES NO WARRANTIES WITH RESPECT TO THE QUALITY, CONTENT, CONDITION, MERCHANTABILITY OR FITNESS FOR A PARTICULAR PURPOSE OR USE OF THE EQUIPMENT. EXCEPT AS SET FORTH IN THIS PARAGRAPH, BUYER HEREBY ASSUMES ANY AND ALL OF SELLER'S CLAIMS, LIABILITIES AND OBLIGATIONS, ACCRUED OR OTHERWISE, WITH RESPECT TO THE EQUIPMENT.

Seller agrees to pay and hold harmless Buyer from and against any and all liabilities, obligations, losses, damages, expense (including, without limitation, attorney's fees), penalties, claims actions and suits resulting from and imposed upon, incurred by or asserted against Buyer as a consequence of breach of the warranties of title, ownership and authority contained herein.

SELLER:

W. L. Sharpe Contracting Co., Inc.
By:


Charles K. Sharpe, General Partner

SCHEDULE I

DATE OF BILL OF SALE: January 1, 1992

SELLER: W. L. SHARPE CONTRACTING
CO.

BUYER: KOGCO TRANSPORTATION AND
ENERGY CORP.

EQUIPMENT: 4750 cubic foot capacity
Covered Hopper Cars built
in 1980

QUANTITY: Four (4) Covered Hoppers

REPORTING MARKS AND NUMBERS: Covered Hoppers:
CMNW 5021
CMNW 5022
CMNW 5023
CMNW 5024

BILL OF SALE

KNOW ALL MEN BY THESE PRESENTS, that THRALL CAR MANUFACTURING COMPANY, a Delaware corporation with its principal place of business at Chicago Heights, Illinois (Seller), for and in consideration of the sum of TEN AND NO/100 DOLLARS, lawful money of the United States of America, to it paid by W. L. Sharpe Contracting Company with its/his principal place of business in Atlanta, Georgia (Purchaser), the receipt whereof is hereby acknowledged, has granted, bargained, sold and by these presents does grant, bargain, sell, convey and deliver unto the said Purchaser, its successors and assigns, all of the following goods, chattels, and property, to-wit:

<u>QUANTITY</u>	<u>DESCRIPTION</u>	<u>CAR NUMBERS</u>
4	100-Ton, 4750 cu. ft. Covered Hopper Cars.	CWRC - 5021 5022 5023 5024

TO HAVE AND TO HOLD the said goods, chattels, and property unto the said Purchaser, its successors and assigns, to and for its own use, forever.

The Seller warrants to the Purchaser, its successors and assigns, that the title to the said goods, chattels, and property hereby vested in the Purchaser is free and clear from all liens and encumbrances of every kind and that the Seller is the true and lawful owner thereof and has good right and lawful authority to grant, bargain, sell and convey as aforesaid and that it will, and will cause its successors and assigns, to, warrant and defend the said goods, chattels, and property unto the Purchaser against the claims and demands of all persons whomsoever.

IN WITNESS WHEREOF, Seller has caused its corporate seal to be hereto affixed and has caused these presents to be executed in its behalf by its Vice President and attested by its Assistant Secretary, this 30 day of December, 19 80

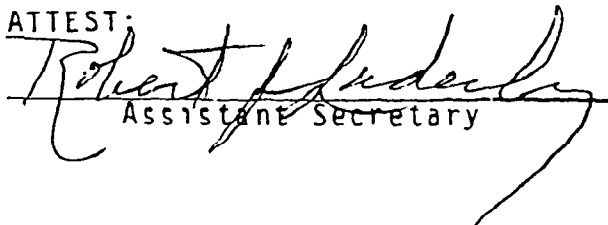
(Corporate Seal)

THRALL CAR MANUFACTURING COMPANY

By: 

Vice President

ATTEST:


Assistant Secretary